Instruction 1(b).

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

| wasnington, | D.C. | 20549 |  |
|-------------|------|-------|--|
|             |      |       |  |

| Check this box if no longer subject to<br>Section 16. Form 4 or Form 5 | STATEMENT | OF C | CHA | NGES | IN B | ENE | EFICIA | AL OWNERS | HIP |
|--|-----------|------|-----|------|------|-----|--------|-----------|-----|
| obligations may continue. See  |           |      |     |      |      |     |        |           |     |
|  |           |      |     | 40() |      | *** | - 1    |           |     |

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person*  McGarry Steven   |          |  |   |               |   |       |   | e <b>and</b> Ticke<br>RP [ SLN |  | ding S  | Symbol   | (Che  | ck all application  | ationship of Reportin<br>k all applicable)<br>Director  |               | 10% Ow   | vner   |                           |
|--|----------|--|---|---------------|---|-------|---|--------------------------------|--|---------|--|---|---|---|---------------|--|--|---------------------------|
| (Last) (First) (Middle) 300 CONTINENTAL DRIVE  |          |  |   |               | 3. Date of Earliest Transaction (Month/Day/Year) 01/26/2018 |       |   |                                |  |         |  |   | X Officer (give title below) Other (specify below)  EVP & Chief Financial Officer |   |               |  |  |                           |
| (Street)  NEWAR  (City)  |          | Estate)                                    | 19713 (Zip)                                       |               | 4. If Amendment, Date of Origi                              |       |   |                                |  | I Filed | l (Month/Day   | //Year)   | Line)   | S. Individual or Joint/Group Filing (Check Applicable ine)  X Form filed by One Reporting Person Form filed by More than One Reporting Person |               |  |  |                           |
| (=:9)  |          | •  |   | n-Deri        | ivativ  | ve Se | curi                                    | ities Acc                      | uired  | . Dis   | sposed of  | f. or Ben   | eficially   | / Owned   |               |  |  |                           |
| 1. Title of Security (Instr. 3)  |          | 2. Transaction<br>Date<br>(Month/Day/Year) |   | n 2<br>ear) i | 2A. Deemed<br>Execution Date,                               |       | 3.<br>Transaction<br>Code (Instr.<br>8) |                                | 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4     |         | (A) or   | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following |   | Form: Direct (D) or Indirect (I) (Instr. 4)   |               | 7. Nature of<br>ndirect<br>Beneficial<br>Ownership                       |  |                           |
|  |          |  |   |               |   |       |   |                                | Code   | v       | Amount   | (A) or<br>(D)   | Price   | Reported Transaction(s) (Instr. 3 and 4)  |               |  |  | Instr. 4)                 |
| Common Stock   |          |  |   | 01/2          | 01/26/2018  |       |   |                                | М  |         | 44,755 <sup>(1</sup>   | ) <b>A</b>  | \$6.422   | 28 366,433  |               |  | D  |                           |
| Common   | Stock    |  |   | 01/2          | 6/201   | 8     |   |                                | F  |         | 30,919(2   | ) D   | \$11.63   | 1.63 335,613  |               |  | D  |                           |
| Common   | Stock    |  |   | 01/2          | 6/201   | 8     |   |                                | S  |         | 13,836   | D   | \$11.62   | 1 321   | 321,777 D     |  |  |                           |
| Common   | Stock    |  |   |               |   |       |   |                                |  |         |  |   |   |   |               |  |  | 401(k)<br>Savings<br>Plan |
|  |          |  | Table II -  |               |   |       |   |                                |  |         | osed of,<br>convertib  |   |   | Owned   |               |  |  |                           |
| 1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year Month/Day/Year Month |          |  | 3A. Deemed<br>Execution I<br>if any<br>(Month/Day | Date,         | Code (Insti   |       |   |                                | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |         | 7. Title an<br>of Securit<br>Underlyin<br>Derivative<br>(Instr. 3 ar | ies<br>g<br>Security  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)                               | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s                                   | e<br>s<br>lly | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                           |
|  |          |  |   | Co            | Code  | v     | (A)                                     | (D)                            | Date<br>Exercis  | able    | Expiration<br>Date   | Title   | Amount<br>or<br>Number<br>of<br>Shares  |   | (Instr. 4)    | 011(3)   |  |                           |
| Stock<br>Options<br>(Right to  | \$6.4228 | 01/26/2018                                 |   |               | M   |       |   | 44,755 <sup>(1)</sup>          | 02/07/2  | 2016    | 02/07/2018   | Common<br>Stock   | 44,755  | \$0   | 0             |  | D  |                           |

## **Explanation of Responses:**

- $1. \ Stock \ options \ exercised \ by \ the \ reporting \ person \ in \ advance \ of \ pending \ expiration \ of \ options.$
- 2. Represents shares withheld by the Company to satisfy the exercise price of the options, and to satisfy the reporting person's tax withholding obligations upon the exercise of the options.
- 3. Represents the number of units held in a unitized stock fund in the Sallie Mae 401(k) Savings Plan as of January 26, 2018

/s/ Nicolas Jafarieh (POA) for Steven J. McGarry

01/29/2018

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.